

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.,¹

Reorganized Debtors.

)
) Chapter 11
)

) Case No. 01-01139 (KJC)
) (Jointly Administered)
)

STATE OF ILLINOIS)

COUNTY OF COOK)

) ss:
)

**THIRTY-FOURTH SUPPLEMENTAL AFFIDAVIT OF
DISINTERESTEDNESS UNDER 11 U.S.C. § 327(A) AND FED. R. BANKR. P. 2014**

Adam Paul, being duly sworn, deposes and says:

1. I am a partner in the firm of Kirkland & Ellis LLP ("K&E"), 300 North LaSalle, Chicago, IL 60654. I am authorized to make this affidavit on K&E's behalf.

2. On April 2, 2001 (the "Petition Date"), each of the above-captioned reorganized debtors (the "Reorganized Debtors" or "Debtors," as applicable) filed a voluntary petition (collectively, the "Cases") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq.

3. On April 2, 2001, K&E filed an application to be retained as Debtors' counsel in the Cases (the "Application"). By this Court's order, dated May 3, 2001, the Debtors were

¹ The Reorganized Debtors consist of the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

authorized to retain K&E as their counsel, effective as of the Petition Date, with regard to the filing and prosecution of the Cases and all related matters. K&E has filed the following affidavits in support of the Application:

- Affidavit of James H.M. Sprayregen in Support of Application for Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession, filed April 2, 2001 (the "Original Affidavit");
- First Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed April 17, 2001 (the "First Supplement");
- Second Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed May 2, 2001 (the "Second Supplement");
- Third Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed July 25, 2001 (the "Third Supplement");
- Fourth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed September 13, 2001 (the "Fourth Supplement");
- Fifth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed October 24, 2001 (the "Fifth Supplement");
- Sixth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed November 13, 2001 (the "Sixth Supplement");
- Seventh Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed April 11, 2002 (the "Seventh Supplement");
- Eighth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed May 23, 2002 (the "Eighth Supplement");
- Ninth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed July 19, 2002 (the "Ninth Supplement");

- Tenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed September 18, 2002 (the “Tenth Supplement”);
- Eleventh Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed March 11, 2003 (the “Eleventh Supplement”);
- Twelfth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 filed September 20, 2004, and the Amendment to the Twelfth Supplement, filed December 2, 2004, (the “Twelfth Supplement”);
- Thirteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed February 10, 2005 (the “Thirteenth Supplement”);
- Fourteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed June 14, 2005 (the “Fourteenth Supplement”);
- Fifteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed December 12, 2005 (the “Fifteenth Supplement”);
- Sixteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed March 20, 2006 (the “Sixteenth Supplement”);
- Seventeenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed April 17, 2006 (the “Seventeenth Supplement”);
- Eighteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed May 22, 2006 (the “Eighteenth Supplement”);
- Nineteenth Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed June 23, 2006 (the “Nineteenth Supplement”);
- Twentieth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed October 23, 2006 (the “Twentieth Supplement”);

- Twenty-First Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed April 9, 2007 (the “Twenty-First Supplement”);
- Twenty-Second Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed October 31, 2007 (the “Twenty-Second Supplement”);
- Twenty-Third Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed May 14, 2008 (the “Twenty-Third Supplement”);
- Twenty-Fourth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed June 13, 2008 (the “Twenty-Fourth Supplement”);
- Twenty-Fifth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed January 21, 2009 (the “Twenty-Fifth Supplement”);
- Twenty-Sixth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed July 22, 2010 (the “Twenty-Sixth Supplement”);
- Twenty-Seventh Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed February 4, 2011 (the “Twenty-Seventh Supplement”);
- Twenty-Eighth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed July 29, 2011 (the “Twenty-Eighth Supplement”);
- Twenty-Ninth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed January 11, 2012 (the “Twenty-Ninth Supplement”);
- Thirtieth Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed May 23, 2012, (the “Thirtieth Supplement”);
- Thirty-First Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed October 9, 2012 (the “Thirty-First Supplement”);
- Thirty-Second Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed February 13, 2013 (the “Thirty-Second Supplement”); and

- Thirty-Third Supplemental Affidavit of Disinterestedness Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014, filed November 25, 2013 (the “Thirty-Third Supplement,” and together with the Original Affidavit, the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement, the Sixth Supplement, the Seventh Supplement, the Eighth Supplement, the Ninth Supplement, the Tenth Supplement, the Eleventh Supplement, the Twelfth Supplement, the Thirteenth Supplement, the Fourteenth Supplement, the Fifteenth Supplement, the Sixteenth Supplement, the Seventeenth Supplement, the Eighteenth Supplement, the Nineteenth Supplement, the Twentieth Supplement, the Twenty-First Supplement, the Twenty-Second Supplement, the Twenty-Third Supplement, the Twenty-Fourth Supplement, the Twenty-Fifth Supplement, the Twenty-Sixth Supplement, the Twenty-Seventh Supplement, the Twenty-Eighth Supplement, the Twenty-Ninth Supplement, the Thirtieth Supplement, the Thirty-First Supplement, and the Thirty-Second Supplement, collectively, the “Prior Affidavits”).

4. I submit this Thirty-Fourth Supplemental Affidavit (the “Thirty-Fourth Supplement”) to provide additional disclosures required under Fed. R. Bankr. P. 2014(a). Unless otherwise stated in this Thirty-Fourth Supplement, I have personal knowledge of the facts set forth herein.

5. Concurrent with the filing of this Thirty-Fourth Supplement, K&E is separately filing its Verified Final Fee Application of Kirkland & Ellis LLP for Compensation for Services and Reimbursement of Expenses as Bankruptcy Counsel to W. R. Grace & Co., et al., for the Interim Period from April 2, 2001 through February 3, 2014.

6. As stated in the Prior Affidavits, K&E continues to learn of parties who have or may have had relationships to the Reorganized Debtors. Thereafter, as is reasonably practicable, K&E has filed additional supplemental affidavits as required by Fed. R. Bankr. P. 2014(a) as K&E has learned of such parties and conducted conflicts searches of such parties.

Conflicts Searches

7. K&E has updated its conflicts searches on certain entities and individuals whose names had previously been the subject of a conflict search performed with respect to the Reorganized Debtors during the pendency of the Cases (such searches, the “Update Searches”).

The categories encompassing the Update Searches include: the Reorganized Debtors' vendors; lessors; customers; insurers; investment bankers; bank creditors; letter of credit providers; officers and directors; significant equity security holders; significant unsecured creditors; ordinary course professionals; other parties in interest; and any additional Fed. R. Bankr. P. 2002 parties not already included in the previous category listings.

Results of Conflicts Searches

8. **Exhibit A**² lists the client connections found as a result of the Update Searches.³
9. As disclosed below and on **Exhibit A**, K&E represents certain of the Reorganized Debtors' creditors, debtholders or affiliates of the debtholders, and/or other parties in interest in matters unrelated to the Reorganized Debtors and the Cases. None of the representations described on **Exhibit A** are materially adverse to the interests of the Reorganized Debtors' estates or any class of creditors or equity security holders thereof.
10. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither K&E nor any partner, of counsel, or associate thereof have any connection with the Reorganized Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, except as disclosed or otherwise described in the Prior Affidavits or in the Application.

² On **Exhibit A**, the term "current client" means a client for whom the last time entry was posted during the 12 months before the date of this Thirty-Fourth Supplement.

³ However, to the extent that the Update Searches resulted in disclosures identical to the disclosures made in Prior Affidavits, those results are not repeated here.

1% Clients

11. In each Prior Affidavit, K&E disclosed the names of those parties-in-interest in the Cases which, as clients of K&E, represented more than 1% of K&E's fee receipts for the respective twelve-month periods. There were no new 1% clients found as a result of the Update Searches, and no client listed on Exhibit A represents more than 1% of K&E's fee receipts for the respective twelve-month period. The Update Searches revealed certain client connections for subsidiaries and affiliates of BP p.l.c. In the Twenty-Third Supplement K&E disclosed BP p.l.c. as a 1% client. Both of the following entities, each of which is listed on Exhibit A, is a subsidiary or affiliate of BP p.l.c. as revealed by the Update Searches:

- BP Biofuels North America LLC; and
- BP Exploration and Development Inc.

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12. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: May 6, 2014

ACP

Adam C. Paul
Kirkland & Ellis LLP
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Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Subscribed and sworn to before me
this 6th day of May, 2014.

Crystal M. Marsh-Sydnor

Notary Public

My Commission Expires:

